



CONSTITUTION

UMINA SURF LIFESAVING
CLUB INCORPORATED
(REGISTRATION NO. 33)

Date: 18th June 2023

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Constitution of Umina Surf Lifesaving Club

1. NAME

The name of the incorporated association is Umina Surf Life Saving Club Incorporated (**Club**).

2. INCORPORATION

The Club is incorporated under the *Association Incorporation Act 2009 (NSW)* (the Act) and shall remain incorporated.

3. OBJECTS OF CLUB

The Club is established solely for these Objects. The Objects of the Club are to:

- (a) participate as a member of *Surf Lifesaving Central Coast (SLSCC)*, *Surf Lifesaving New South Wales (SLSNSW)* and *Surf Life Saving Australia Limited (SLSA)* through and by which surf lifesaving and the protection and preservation of life in the aquatic environment can be conducted, encouraged, promoted, advanced, and administered.
- (b) Conduct, encourage, promote, and administer surf lifesaving and the Association as a beneficial, volunteer, member-based, community service, charity, and emergency service throughout, and for the safety and protection of the community.
- (c) at all times promote mutual trust and confidence within the Association in pursuit of these Objects;
- (d) ensure the maintenance and enhancement of the Club, Surf Life Saving Clubs, SLSNSW, SLSA and surf lifesaving, its standards, quality and reputation for the benefit of the Members and surf lifesaving.
- (e) at all times promote mutual trust and confidence between the Club, Surf Lifesaving Clubs, SLSNSW, SLSA and the Members in pursuit of these objects.
- (f) at all times act on behalf of and in the interest of Members and surf lifesaving.
- (g) Promote the economic, community and emergency service success, strength, and stability of the Association.
- (h) affiliate and otherwise liaise with SLSCC, SLSNSW and SLSA in the pursuit of these Objects and surf lifesaving.
- (i) Use and protect the Intellectual Property.
- (j) Apply the property and capacity of the Club towards the fulfilment and achievement of these objects.
- (k) Conduct, encourage, promote, and advance education and research in, surf lifesaving standards, equipment, techniques, and awards to improve and safeguard the use of the aquatic environment and the protection and safety of the community.

- (l) Promote the health, safety, and protection of the public and all users of the aquatic environment in Umina.
- (m) Promote and secure uniformity in, such rules as may be necessary for the management and control of surf lifesaving and related activities and the preservation of life in the aquatic environment.
- (n) Further extend the operations and teachings of the Club throughout Umina.
- (o) Further develop surf lifesaving into an organised institution and with these objects in view, to foster, regulate, organise, and manage assessments, competitions, displays and other activities and to issue qualifications and certificates and award trophies to successful Members.
- (p) Review and/or determine any matters relating to surf lifesaving which may arise, or be referred to it, by any Member.
- (q) Pursue through itself or other such commercial arrangements (which are not in conflict with other SLS bodies), including sponsorship and marketing opportunities as are appropriate to further the interests of surf lifesaving in the region.
- (r) Adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases, and such other matters as arise from time to time as issues to be addressed in surf lifesaving.
- (s) Represent the interests of its members and of surf lifesaving generally in any appropriate forum in Umina.
- (t) Have regard to the public interest in its operations.
- (u) Undertake and or do all such things or activities which are necessary, incidental, or conducive to the advancement of these objects.

4. POWERS OF CLUB

Solely for furthering the Objects, the Club has in addition to the powers and functions under the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act*.

5. INTERPRETATION AND DEFINITIONS

5.1 Definitions

In this Constitution, unless the contrary intention appears:

ACNC Act means the *Australian Charities and Not-for-Profits Commission Act 2012 (Cth)*.

Act means the Associations Incorporation Act 2009 (NSW).

Annual General Meeting or AGM means a meeting of Members convened under **rule 14**.

Annual Subscriptions means the annual fees payable by each category of Member as determined by the Board under **rule 9**.

Board means the body managing the Club and consisting of the Directors under **rule 19.1(a)**.

Branch means the Central Coast Branch of SLSNSW.

By-Laws mean any By-Laws made by the Board under **rule 26**.

Club means Umina Surf Life Saving Club Incorporated.

Committee means any committee of the Board created under **rule 23**.

Constitution means this Constitution of the Club as amended from time to time.

Delegate means the person appointed and authorised from time to time to act for and on behalf of the Club and to attend, debate and vote at general meetings of the Branch.

Director means a Member of the Board appointed under **rule 20**.

Financial Year means the year ending 30 June in each year.

General Meeting means the AGM or any special general meeting of the Club.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment, images (including photographs, television, videos, or films) or service marks (whether registered or registrable) relating to the Club or any championship, competition, series or event or surf lifesaving activity of or conducted, promoted or administered by the Club.

Life Member means an individual appointed as a Life Member of the Club under **rule 8.8**.

Member means any person recognised as a Member of the Club under **rule 8** from time to time.

Objects means the objects of the Club under **rule 2**.

President means the President for the time being of the Club appointed under **rule 19.2(a)**.

Public Officer means the person appointed to be the public officer of the Club under **rule 24.2**.

Register means the register of Members kept under **rule 11.1**.

Registered Charity means a registered charity under the ACNC Act.

Relevant Documents means the records and other documents, however recorded compiled or stored, that relate to the Club and management of the Club and includes membership records, financial statements, financial records, and records and documents relating to transactions, dealings, business, or property of the Club.

SLSA means Surf Life Saving Australia Limited.

SLSNSW means the body recognised by SLSA as the body administering surf lifesaving in New South Wales.

Special Resolution means a special resolution passed in accordance with the Act.

State means and includes a State or Territory of Australia.

Surf Guard means the national membership and Club administration database owned by SLSA.

Surf Life Saving Club means a Surf Life Saving Club which is a Member of or otherwise affiliated with SLSNSW or SLSA.

5.2 Interpretation

In this Constitution:

- (a) A reference to a rule, regulation, schedule, or annexure is to a rule, regulation, schedule, or annexure of, or made under, this Constitution.
- (b) Words importing the singular include the plural and vice versa.
- (c) Words importing any gender include the other genders.
- (d) Headings are for convenience only and shall not be used for interpretation.
- (e) Words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time.
- (f) References to persons include natural persons, corporations, and bodies politic, and any legal personal representatives, successors and permitted assigns of that person.
- (g) Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act.
- (h) A reference to a statute, ordinance, code, or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments, or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (i) Expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography, and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

5.3 Enforceability

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If it cannot be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of this Constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction.

6. STATUS AND COMPLIANCE OF CLUB

6.1 Recognition of Club

Subject to compliance with this Constitution, the Branch constitution, the SLSNSW constitution and SLSNSW Regulations, the SLSA constitution and SLSA regulations and any lifesaving or patrol services agreement between the Club and SLSNSW the Club may continue to be recognised by the Branch and SLSNSW as a Member of the Branch and of SLSNSW and shall administer surf lifesaving activities in Umina in accordance with the Objects.

6.2 Compliance of Club

The Members acknowledge and agree the Club shall:

- (a) Be or remain incorporated in New South Wales.
- (b) be or remain affiliated to the Branch and SLSNSW.
- (c) be or remain registered as a registered charity with the Australian Charities and Not-for-Profit Commission;
- (d) Appoint Delegate(s) annually to represent the Club at general meetings of the Branch.
- (e) Nominate such other persons as may be required to be appointed to Branch or SLSNSW committees from time to time under this Constitution or the Branch Constitution or SLSNSW Constitution or otherwise.
- (f) Forward to the Branch and SLSNSW a copy of its constituent documents and details of its Directors as and when they change or are amended;
- (g) Adopt the objects of SLSNSW and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the Branch and SLSNSW Constitutions.
- (h) Apply its property and capacity solely in pursuit of the Objects and surf lifesaving.
- (i) Do all that is reasonably necessary to enable the Objects to be achieved.
- (j) Act in good faith and loyalty to ensure the maintenance and enhancement of surf lifesaving, its standards, quality, and reputation for benefit of the Members and surf lifesaving.
- (k) At all times act on behalf of and in the interests of the Members and surf lifesaving; and
- (l) By, adopting the objects of SLSNSW, abide by the SLSNSW Constitution.

6.3 Operation of Constitution

The Club and the Members acknowledge and agree:

- (a) That they are bound by this Constitution and that this Constitution, operates to create uniformity in the way in which the Objects and surf lifesaving are to be conducted, promoted, encouraged, advanced, and administered throughout the region.
- (b) To ensure the maintenance and enhancement of surf lifesaving, its standards, quality, and reputation for the benefit of the Members and surf lifesaving.
- (c) Not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of surf lifesaving and its maintenance and enhancement.

- (d) To promote the economic and community services success, strength, and stability of each other and to act interdependently with each other in pursuit of their respective objects.
- (e) To act in the interests of surf lifesaving and the Members.
- (f) Where the Club considers or is advised that a Member has allegedly:
 - (i) breached, failed, refused, or neglected to comply with a provision of this Constitution, the By-Laws, or any resolution or determination of the Club; or
 - (ii) acted in a manner prejudicial to the Objects and interests of the Club and/or surf lifesaving; or brought the Club, any Surf Life Saving Club or surf lifesaving (including the Branch, SLSNSW and/or SLSA) into disrepute.
 - (iii) brought themselves, the Club, any Surf Life Saving Club, or surf lifesaving (including the Branch, SLSNSW and/or SLSA) into disrepute. The Club may after allowing the Member a reasonable opportunity to explain, adjudicate and if necessary, penalise the Member in accordance with the processes and penalties under SLSA regulations; and
- (g) That the Club shall be represented by the President who shall have the right to (on behalf of the Club)
 - (i) be present at SLSNSW State Council Meetings; and
 - (ii) vote on the election of SLSNSW Elected Directors in accordance with the SLSNSW constitution.

7. CLUB'S CONSTITUTION

7.1 *Constitution of the Club*

The Constitution will clearly reflect the objects of SLSNSW and shall generally conform with the Branch and SLSNSW Constitutions, subject to any requirements in the Act, and at least to the extent of:

- (a) The objects of SLSNSW.
- (b) The structure and membership categories of SLSA.
- (c) Recognising SLSA as the national peak body for surf lifesaving in Australia.
- (d) Recognising SLSNSW as the peak body for lifesaving in New South Wales.
- (e) Recognising the Branch.
- (f) Recognising SLSA as the final arbiter on matters pertaining to surf lifesaving in Australia, including disciplinary proceedings; and
- (g) Such other matters as are required to give full effect to the SLSNSW Constitution.

With such incidental variations as are necessary having regard to the Act.

7.2 Operation of the Branch and SLSNSW constitutions

- (a) The Club will take all steps to ensure its Constitution is in conformity with the Branch and SLSNSW Constitutions at least to the extent set out in **rule 7.1** and in respect of those matters set out in **rule 7.1** shall ensure this Constitution is amended in conformity with future amendments made to the Branch, SLSNSW and SLISA Constitutions, subject to any prohibition or inconsistency in the Act.
- (b) The Club shall provide to the Branch and SLSNSW a copy of its Constitution and all amendments to this document. The Club acknowledges and agrees that SLSNSW has power to veto any provision in its Constitution which, in SLSNSW's opinion, is contrary to the objects of SLSNSW.
- (c) Neither the Club nor any Member (in this clause each is referred to as a **Participant**) shall participate in any surf lifesaving related carnival, competition, special event or activity conducted by or on behalf of any outside person or organisation (each is referred to as an **Outside Event**) unless the Participant is satisfied, acting reasonably, that the Outside Event complies with the law and will apply good safety practices, and the Participant has also ensured that the Outside Event has been sanctioned by SLSNSW.
- (d) The books and records of the Club shall be open at all reasonable times for inspection by an authorised representative of SLSNSW, but no inspection shall be made unless approved by resolution of the SLSNSW Board and with reasonable notice to the Club.
- (e) The Club will otherwise comply with the SLSNSW constitution.

7.3 ACNC Act

While the Club is a Registered Charity, the ACNC Act overrides any clauses in this constitution which are inconsistent with that Act.

7.4 Alteration of Constitution

The Constitution of the Club shall not be altered except by Special Resolution in accordance with the Act, and in compliance with all other procedures under the Act (if any).

8. MEMBERSHIP OF CLUB

8.1 Minimum Number of Members

The Club must have at least twenty (20) Patrol Members at all times.

8.2 Categories of Member

Subject always to the SLISA Membership directives in the SLISA regulations the Club is authorised to establish such categories of members as it requires and considers necessary in the context of the Club and the requirements of SLSNSW. Clubs should provide membership in the following general categories of membership:

- (a) Junior membership;¹

¹ Could include former categories of Junior Activities membership, Cadet membership,

- (b) Active membership;²
- (c) Associate membership; ⁶ or
- (d) Honorary and Service membership(s) including Life Membership ^{10, 11}.

8.3 Sub-categories of Membership

SLSNSW identifies sub-categories which sit within each of the Categories. Each sub-category has allowances, obligations and/or restrictions which apply to members assigned to the respective sub-category:

	Category	Sub-Category	Description
1.	Junior	Junior Activity Member	Shall be a person who shall be a minimum age of five (5) years up to a maximum age of thirteen (13) years and such person shall be required to gain the relevant Surf Education Certificate for that person's age group.
2.	Junior	Cadet Member (13-15)	Shall be a Member of the age qualification as defined in SLSA's Manuals (i.e., under 15) and, who has obtained the Surf Rescue Certificate or has passed an annual proficiency test.
3.	Active	Active Patrol Member (15-18), Active 18+	Shall be a Bronze Medallion holder and fulfil patrol and Club obligations, as provided by SLSA and the Member's Club constitution. Qualify in an annual proficiency test unless the Member has obtained their Bronze Medallion in that season.
4.	Active	Reserve Active Member	May be granted by a Club to Active Patrol Members who have satisfactorily completed (from the gaining of the Bronze Medallion) at least ten (10) years of patrol and Club obligations as provided by SLSA and Club constitution. Reserve Active Membership shall not be automatic but shall be granted by resolution of the appropriate club body. Reserve Active Members shall perform a minimum of patrols in each Affiliated Club where they hold Reserve Active Membership, as required by SLSA and further patrol duties at the discretion of the Affiliated Club/s management. Application must be in writing to the Board. Prerequisite is at least (10) year patrol service and 70% patrol attendance. Reserve Active Members shall complete the annual proficiency test. Note: Reserve Active membership may be granted under exceptional circumstances to Active Members irrespective of years of service.

² Could include former categories of Active membership, Reserve Active membership, Award membership.

5.	Active	Award Member	<p>May be granted by a Club to persons who hold an SLSA award of one, or more, of the following qualifications: - Surf Rescue Certificate, Radio award/s, Resuscitation Certificate, Advanced Resuscitation Certificate or First Aid Certificate (or equivalent).</p> <p>Such Members may be called upon to perform patrol and/or other club obligations within the ability of their qualifications.</p> <p>An Affiliated Club may grant an Award Member voting rights to that Affiliated Club if they are undertaking lifesaving patrol duties.</p>
6.	Associate	Associate Member	<p>May be granted by a Club to persons who may or may not hold an SLSA award.</p> <p>Associate Members shall not have Affiliated Club voting rights unless elected to office or position, which is provided with voting rights by the relevant Affiliated Club constitution. Minimum Age 25year & over.</p>
7.	Associate	General / Parent Member	<p>May be granted by a Club to persons who may or may not hold an SLSA award.</p> <p>General Members shall not have Affiliated Club voting rights unless elected to office or position which is provided with voting rights by the relevant Club constitution.</p>
8.	Associate	Leave Restricted	<p>May be granted by a Club to members requesting absence away from their club and club duties for a period of time (e.g., deployment, work, pregnancy, travel, severe injury/illness etc).</p>
9.	Honorary and Service Membership	Long Service Member	<p>May be granted by a Club to Members who have completed fifteen (15) years active service or to Members who have completed ten (10) years active service plus five (5) years reserve active service. Minimum 70% attendance per season. Such Members may be exempted from all patrol obligations and may be granted other special privileges of Membership as provided in their Club constitutions.</p> <p>Should such Members join another Affiliated Club the receiving Affiliated Club shall determine if such Member's Long Service shall be recognised by that Affiliated Club.</p>
10.	Honorary and Service Membership	Honorary Member	<p>May be granted by a Club to persons who may or may not hold on SLSA award.</p>

11.	Honorary and Service Membership	Life Member	May be granted by the member's Club to Members who have rendered distinguished, or special service as provided for in that Affiliated Club's constitution and is relevant to that Club only. Ref 8.8
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8.4 Application for Membership

An application for membership by an individual must be:

- (a) in writing on the form prescribed from time to time by SLSNSW and/or SLISA, from the applicant and lodged with the Club; or
- (b) submitted online via the Lifesaving Online membership portal and in accordance with the process (if any) as proscribed by the Board from time to time; and
- (c) accompanied by the appropriate fee, if any.

8.5 Discretion to Accept or Reject Application

- (a) The Club may, acting reasonably and in good faith, accept or reject an application whether the applicant has complied with the requirements in **rule 0** or not and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Club accepts an application, the applicant shall, subject to notification to the Branch and SLSNSW and their subsequent acceptance of the notification and the application, become a Member.
- (c) Unless otherwise determined by SLSNSW membership of the Club shall be deemed to commence upon acceptance of the application by the Club. The Register shall be updated accordingly as soon as practicable.
- (d) If the Club rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Club. No reasons for rejection need be given and there is no right of appeal.

8.6 Renewal of Membership

- (a) Members must re-apply annually for renewal of membership of the Club in accordance with the procedures set down by the Club from time to time. **Rule 8.4** applies to applications for renewal of membership.
- (b) Upon re-application a Member must provide details of any change in their personal details, and any other information reasonably required by the Club.

8.7 Membership Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements in **rule 38** shall apply to the continuation of membership from the date of adoption of this Constitution.

8.8 Life Members

- (a) The Board may, recommend to the Annual General Meeting that any Member who has rendered distinguished service to the Club and surf lifesaving, where such service is deemed to have assisted the advancement of the Club and surf lifesaving in Umina be appointed as a Life Member.

- (b) Club Members may nominate members who have achieved the minimum requirements to the Board for consideration. The minimum requirements include a period of 15-year service as an office holder, or a minimum of 20 years' service as a patrolling member is a prerequisite.
- (c) The Board will refer any recommendation to the Life Membership Committee who have absolute discretion as to whether to recommend any Member to be a Life Member.
- (d) A Member must accept or reject the Club's resolution to confer life membership in writing. Upon written acceptance, the Member's details shall be entered upon the register, and from the time of entry on the register the Member shall be a Life Member. Recommendation for the Life membership Nomination Review Committee consists of three (3) Life Members and the President, in the event that the President of Umina SLSC has been nominated for Life membership their duties and functions shall be performed by a Director elected for the purpose.

8.9 Life Governor

- (a) An honorary life member who has rendered exceptional services after their appointment may be elected a life governor.
- (b) The conditions for election to honorary life membership in clause 8.7 shall apply to the election of a life governor.
- (c) They shall be entitled to the rights and privileges and be subject to the duties and obligations of an active member without being liable for patrol duty or for any membership subscription.

8.10 Effect of Membership

- (a) Members acknowledge and agree that:
 - (i) This Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and the By-Laws.
 - (ii) They shall comply with and observe this Constitution, the By-Laws and the SLSNSW and SLSA constitutions and regulations.
 - (iii) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Club, Branch, SLSNSW and SLSA.
 - (iv) This Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Surf Life Saving as a community service;
 - (v) Neither membership of the Club nor this Constitution gives rise to:
 - (A) Any proprietary right of Members in, to or over the Club or its property or assets; or
 - (B) Any automatic right of a Member to renewal of their membership of the Club; or

- (c) Subject to the Act and the Club acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution; and
- (vi) they are entitled to all benefits, advantages, privileges, and services of their membership as determined by the Board.
- (b) A right, privilege, or obligation of a person by reason of their membership of the Club:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death, refusal, resignation or otherwise.
- (c) In the event of any conflict or inconsistency between this Constitution, and the By-Laws, and the SLSNSW constitution and regulations, then the SLSNSW constitution and regulations prevail to the extent of that conflict over the provisions in this Constitution unless the SLSNSW board directs otherwise. In the event of any conflict or inconsistency between this Constitution and the By-Laws, this Constitution prevails to the extent of that conflict or inconsistency.

8.11 SLSNSW Discretion

Irrespective of a Member satisfying the Club's membership requirements, SLSNSW may acting reasonably and in good faith (subject to consultation with the Club) at its absolute discretion decline, or remove from, Membership an Individual Member including for reasons relating to the Individual Member's character, concerns that the Individual Member is not a fit and proper person, or that the Individual Member has or may bring SLSNSW or surf lifesaving into disrepute.

8.12 Liability of Members

The liability of the Members of the Club is limited.

9. CLUB COLOURS, BADGES, AND BLAZERS

9.1 Club Colours

- (a) The club colours shall be black, sky blue and white, except where a combination of these colours must be altered in cases of expediency.

9.2 Club Badges

- (a) The Coat, costume and blazer badges of the current lapel design adopted by a general meeting of the club, may be worn by active and award members of the club.
- (b) A member shall be entitled to wear a laurel wreath in gold under the club pocket badge provided they have won an event at the Australian Open and World titles.
- (c) A member shall be entitled to wear a laurel wreath in blue under the club pocket badge provided they have won an event at the NSW Open titles or won an event at the NSW or Australian Masters Championships.

- (d) A member shall be entitled to wear a laurel wreath in black under the club pocket badge provided they have been granted the distinguished service award by SLSA, been granted the 50-year service award by SLSA, or life membership of the club.
- (e) A member shall be entitled to wear a laurel wreath in white that encompasses the entire club pocket badge if at least 85% of the AGM, following a unanimous recommendation of the full committee, acknowledges a meritorious and/or courageous act undertaken by a member in active life saving duties.

10. SUBSCRIPTIONS AND FEES

- (a) The Annual Membership Fee and any other fees or levies payable by Members or categories of Members to the Club, the benefits which apply, the time for, and manner of payment, shall be determined by the Board from time to time.
- (b) The Board is empowered to prevent any Member whose Annual Membership Fee, or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Club, including but not limited to the right to vote at General Meetings.

11. REGISTERS

11.1 Club to Keep Register of Members

The Club shall keep and maintain a Register of Members in which shall be entered:

- (a) the full name and address of the Member.
- (b) the category of membership of the Member.
- (c) the date on which the Member became a Member.
- (d) any other information determined by the Board; and
- (e) for each former Member, the date of ceasing to be a member.

11.2 Use of Surf Guard

Surf Guard shall be used as the Register of Members.

11.3 Changes to Member Details

Members shall provide notice of any change and required details to the Club within one month of such change.

11.4 Inspection of Register

Inspection of the Register will only be available as required by the Act and under **rule 35(b)**.

11.5 Use of Register

Subject to confidentiality considerations and privacy laws, the Register may be used by the Club to further the Objects, as the Board considers appropriate.

12. DISCONTINUANCE OF MEMBERSHIP

12.1 *Discontinuance by Notice of Resignation*

A Member having paid all arrears of fees payable to the Club may resign or withdraw from membership of the Club by giving notice in writing to the Club of resignation or withdrawal.

12.2 *Discontinuance by Breach*

- (a) Membership of the Club may be discontinued by the Board upon breach of any clause of this Constitution, including but not limited to the failure to pay any monies owed to the Club, failure to comply with the By-Laws or any resolution or determination made or passed by the Board or any duly authorised committee.
- (b) Subject to this Constitution, Membership shall not be discontinued by the Board under **rule 12.2(a)** without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach. The accused Member shall be granted seven days' notice of their right to appear and be heard by the Board to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Board's view to adequately explain or remedy the breach, that Member's membership may be discontinued under **rule 12.2(a)** by the Club giving written notice of the discontinuance.
- (d) Any Member's membership that is discontinued under **rule 12.2(a)** shall have the right to appeal the discontinuation under the SLSA regulations as amended from time to time.

12.3 *Discontinuance by Failure to Pay Subscription*

- (a) A Member is taken to have resigned if:
 - (i) the Member's annual subscription is outstanding after 30 October annually; or
 - (ii) if no annual subscription is payable:
 - (A) the Club has made a written request to the Member to confirm that he or she wishes to remain a Member; and
 - (B) the Member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a Member.
- (b) Should a sufficient explanation be made to the Board for the failure to pay subscription or reason for not responding to a request, the Board shall have the power to restore the Membership upon payment of the amount due (if any).

12.4 *Resignation by Failure to Re-Apply*

If a Member has not re-applied for Membership with the Club within one month of re-application falling due, that Member's membership will be deemed to have ceased from that time.

12.5 *Amendment to the Register*

Where a Member resigns under this **rule 12** an entry, the date on which the Member ceased to be a Member, shall be recorded in the Register as soon as practicable under **rule 11.1(e)**.

12.6 *Forfeiture of Rights*

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Club and its property and shall not use any surf lifesaving equipment or other property of the Club including Intellectual Property. Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately.

12.7 *Membership May be Reinstated.*

Membership which has been discontinued under this **rule 12** may be reinstated at the discretion of the Board, upon such conditions as it deems appropriate.

12.8 *Refund of Membership Fees*

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

13. GRIEVANCES, JUDICIAL AND DISCIPLINE

The Club adopts the grievances, judicial and discipline processes in relevant SLSA policies and regulations as amended from time to time.

14. ANNUAL GENERAL MEETINGS

14.1 *Annual General Meeting to be Held.*

- (a) The Club shall convene and hold an AGM of its Members annually within six months after the end of the financial year and in accordance with the Act.
- (b) The AGM shall, subject to the Act and to **rule 14.1(a)**, be convened at a time, date, and venue to be determined by the Board.

14.2 *Business*

In addition to any business required to be transacted at the AGM under the Act, the business of the AGM shall include the consideration of accounts and the reports of the Board and auditors, the election of Directors under this Constitution, the motion for affiliation with the Branch and SLSNSW, the appointment and fixing of the remuneration of the auditors and any other business of which notice is given in accordance with this Constitution.

14.3 *Additional Meetings*

The Annual General Meeting shall be in addition to any other General Meetings and Special General Meetings that will be held in the same year.

15. SPECIAL GENERAL MEETINGS (SGM)

15.1 *Special General Meetings May be Held.*

The Board may, whenever it thinks fit, convene a SGM of the Club and, where, but for this clause more than 15 months would elapse between AGMs, shall convene a SGM before the expiration of that period.

15.2 *Request for Special General Meetings*

- (a) The Board shall on the requisition in writing of 8% of Members entitled to vote convene an SGM.
- (b) The requisition for a SGM shall:
 - (i) state the object(s) of the meeting; and
 - (ii) be signed by the Members making the requisition; and
 - (iii) be sent to the Club.

The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.

- (c) If the Board does not cause an SGM to be held within one month after the date on which the requisition is sent to the Club, the Members making the requisition, or any of them, may convene an SGM to be held not later than three months after that date.
- (d) An SGM convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

16. GENERAL MEETINGS

16.1 *Notice to be given for General Meetings*

- (a) Notice of every General Meeting shall be given to every Member through Surf guard. The auditor (if any) and Directors shall also be entitled to notice of every General Meeting., General Meetings will be held a minimum of 4 times a year.
- (b) A notice of a General Meeting shall be in writing and shall specify the time, date and place of the meeting and shall state the business to be transacted at the meeting. Notice may be given in any form permitted under **rule 31**.
- (c) At least 21 days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting
 - (ii) any nominations for candidates to be considered for election to the Board received under **rule 20.1**; and
 - (iii) any notice of motion received from Members under **rule 16.2(a)**.
- (d) The accidental omission to give any notice of any General Meeting to any Member shall not invalidate the meeting or any resolution passed at any such meeting.

16.2 Business of Meeting

- (a) A Member desiring to bring any business before a meeting shall give at least 7 days' notice in writing of that business to the Club which shall include that business in a notice calling the next General Meeting after the receipt of the notice or called from the floor maybe addressed.

16.3 Quorum

- (a) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Club shall be 20 Members represented personally.
- (b) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - (i) if convened upon the requisition of Members, shall be dissolved; and
 - (ii) in any other case, shall stand adjourned to:
 - (A) the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place; or
 - (B) any date, time and place determined by the chairperson.
 - (C) or at the next scheduled meeting

and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall lapse.

16.4 President to Chair

The President shall, subject to this Constitution, preside as chairperson at every General Meeting except:

- (a) In relation to any election for which the President is a nominee; or
- (b) where a conflict of interest exists.

If the President is not present or is unwilling or unable to preside the President shall appoint one of the Directors to preside as chairperson for that meeting only.

16.5 Chairperson May Adjourn Meeting

- (a) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so, directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for 30 days or more, a notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in **rule 16.5(b)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

16.6 Use of Technology

- (a) A Member not physically present at a General Meeting may participate in the meeting by the use of any form of electronic communication that allows that Member, and the Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) A Member participating in a General Meeting under **rule 16.6(a)** is taken to be present at the meeting and, if the Member being eligible to vote, votes at the meeting, is taken to have voted in person in attendance or via technology in attendance.

17. VOTING AT GENERAL MEETINGS

17.1 Members Entitled to Vote

Subject to any other provision of this Constitution, each category of membership that has a right to vote under **rule 0** shall be entitled to one vote at General Meetings.

17.2 Voting Procedure

- (a) Subject to this **rule 8.2**, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) Subject to **rule 17.4**, all questions arising at a General Meeting shall be determined on a show of hands.

17.3 Recording of Determinations

Unless a poll is demanded under **rule 17.4**, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

17.4 Where Poll Demanded

- (a) A poll may be demanded for any resolution put to the vote of the meeting (before or on the declaration of the result of the show of hands) by:
 - (i) the chairperson; or
 - (ii) a simple majority of Members.
- (b) If a poll is duly demanded under this **rule 17.4**, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

17.5 Casting Vote

The chairperson shall not have a casting vote at General Meetings. Where voting at General Meetings is equal, the motion will be lost.

17.6 Proxy Voting

Proxy voting is NOT permitted at any General Meeting.

17.7 *Postal or electronic voting*

No motion shall be determined by a postal or electronic ballot unless determined by the Board. If the Board so determines, the postal or electronic ballot shall be conducted under the procedures determined by the Board from time to time.

18. MINUTES OF GENERAL MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) the names of all persons present at all meetings.
- (c) In addition, the minutes of each AGM must include:
 - (i) any reports or financial statements submitted to the Members at the AGM; and
 - (ii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

19. BOARD

19.1 *Powers of Board*

- (a) The affairs of the Club shall be managed by the Board constituted under **rule 19.2**.
- (b) Subject to this Constitution, the ACNC Act and the Act, the Board:
 - (i) shall control and manage the business and affairs of the Club;
 - (ii) may exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and Special General Meetings
 - (iii) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Club.
- (c) The Directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are to:
 - (i) exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Club;
 - (ii) act in good faith in the best interests of the Club and to further the Objects;
 - (iii) not misuse their position as a Director
 - (iv) not misuse information they gain in their role as a Director;

- (v) disclose any perceived or actual material conflicts of interest in the manner set out in clauses 21.6 -21.8;
- (vi) ensure that the financial affairs of the Club are managed responsibly; and
- (vii) not allow the Club to operate while it is insolvent.

19.2 Composition of Board

The Board shall comprise:

- (a) The President;
- (b) the Administration Officer;
- (c) Director of Finance.
- (d) Director of Lifesaving.
- (e) Director of Education and Training.
- (f) The Director of Surf Sports.
- (g) Director of Facilities; and
- (h) Director of Junior Activities.

who must all be Members and who shall be elected under **rule 20**.

If the Board considers it appropriate, in order to further the Objects, it may allocate Directors to other specific portfolios, with specific responsibilities, as determined at the discretion of the Board.

19.3 Right to Co-Opt

It is expressly acknowledged that the Board may co-opt any person with appropriate experience or expertise to assist the Board in respect of such matters and on such terms as the Board thinks fit. Any person so co-opted shall not be a Director, shall not exercise the rights of a Director and shall act in an advisory role only.

19.4 Appointment of Delegate

- (a) The Board shall, from amongst its Members, appoint a Delegate to attend general and other meetings of the Branch for such term as the Board determines, and otherwise in accordance with the Branch Constitution.
- (b) The Club must advise the Branch in writing of its Delegate.

19.5 Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out in **rule 36** shall apply from the date of adoption of this Constitution.

19.6 Term of Office of Directors

- (a) Directors shall be elected in accordance with this Constitution annually, and subject to this Constitution, shall hold office from the conclusion of the AGM at which they were elected until the conclusion of the next following AGM.
- (b) Directors may be re-elected.
- (c) To ensure the continuance of all business activities, at the first Annual General Meeting after the adoption of this constitution, the positions of Director of Life Saving, Director of Surf Sports, Director of Facilities and Director of Finance positions will be elected for 2 years. All other positions, being the President; Director of Junior Activities; Director of Training and Education and Director of Administration will continue for one year until the following AGM at which point, they also will be elected.

20. ELECTION OF DIRECTORS

20.1 Nominations of Candidates

- (a) The Club shall call for nominations for candidates for consideration for election to the Board not less than 21 days prior to the AGM. When calling for nominations the Club shall also provide details of the necessary qualifications and job description for the positions (if any). Qualifications and job descriptions shall be as determined by the Board from time to time.
- (b) Candidates must:
 - (i) be aged 18 years or over;
 - (ii) reside in Australia;
 - (iii) be a Life Member or have held or hold a SLSA Bronze medallion for at least 2 years if applying for Director of Lifesaving, Director of Education, Director of Surf Sports, and Director of Junior Activities.
 - (iv) Where disability precludes an individual from participating in active lifesaving duties. An Active demonstration of commitment to Surf Life Saving will be considered to enable voting membership and the undertaking of roles within Umina SLSC
 - (v) Director of Finance to have prior knowledge/experience in Finance
 - (vi) not be ineligible to be a Director under the *Corporations Act 2001 (Cth)* or the ACNC Act; and
 - (vii) be currently in good standing and financial with the Club both at the time of nomination and at the time of election.
- (c) Nominations of candidates for election as Directors shall be:
 - (i) made in writing, signed by two Members, and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
 - (ii) delivered to the Club not less than 7 days before the date fixed for the holding of the AGM.

- (iii) Signed statement stating they have read Umina Surf Life Saving Constitution and By Laws

20.2 Election of Candidates

The Club shall send the nominations to the Members entitled to receive notice under **rule 16.1**. If insufficient nominations are received to fill all available vacancies on the Board:

- (i) Positions will be deemed casual vacancies under **rule 21.3**.
- (b) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Board.

20.3 Voting Procedures

Elections shall be conducted by such means as is prescribed by the Board.

21. VACANCY ON THE BOARD

21.1 Grounds for Termination of Director

For the purposes of this Constitution, the office of a Director becomes vacant if the Director:

- (a) ceases to be a Member;
- (b) dies;
- (c) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (e) resigns from the Club in accordance with **rule 12.3**;
- (f) resigns their office in writing to the Club;
- (g) is absent from meetings of the Board held during a period of three months without having previously obtained leave of absence in accordance with **rule 22.5** or provided reasonable excuse for such absence;
- (h) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Club;
- (i) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his interest;
- (j) is removed from office in accordance with this Constitution;
- (k) has been expelled or suspended from membership (without further recourse under this Constitution or any of the Constitutions of the Branch, SLSNSW or SLISA);
- (l) in the opinion of the Board (but subject always to this Constitution):
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Club; or

- (ii) has brought themselves or the Club or surf lifesaving into disrepute; or
- (m) would otherwise be prohibited from being a director of a corporation under the *Corporations Act* or the ACNC Act.

21.2 Removal of Director

- (a) The Club in a General Meeting may by Special Resolution remove any Director before the expiration of their term of office and appoint another Member in their place to hold office until the expiration of the term of the first mentioned Director.
- (b) Where the Director to whom a proposed resolution referred to in **rule 21.2(a)** makes representations in writing to the President or the President and requests that such representations be notified to the Members, the President may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

21.3 Casual Vacancy

In the event of a casual vacancy in the office of any Director, the Board may appoint an eligible Member to the vacant office and the person so appointed may continue in office up to the conclusion of the AGM at which the term of the previous appointee would have expired.

22. QUORUM AND PROCEDURE AT BOARD MEETINGS

22.1 Convening a Board Meeting

- (a) The Board shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Unless all Directors agree to hold a meeting at shorter notice either by agreement that is sufficiently evidenced in writing or by their presence, or in accordance with **rule 22.2**, not less than seven days written notice of Board meeting shall be given to each Director.
- (c) Written notice of each Board meeting, specifying the general nature of the time, date and place of the Board meeting and the business to be transacted, shall be served on each Director by:
 - (i) delivering it to that Director personally; or
 - (ii) sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);

in accordance with the Directors last notified contact details.

- (d) Notice may be given of more than one Board meeting at the same time.

22.2 Urgent Board Meetings

- (a) In cases of urgency, a meeting can be held without notice being given under **rule 22.1** provided that as much notice as practicable is given to each Director by the most effective means.

- (b) Any resolution made at an urgent Board meeting must be passed by a majority of the Board.

22.3 Quorum

- (a) At meetings of the Board the number of Directors whose presence is required to constitute a quorum is a minimum of five (5) Directors
- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, or any date, time and place determined by the President.
- (c) The Board may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a Director such that the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, those Directors may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.
- (d) Voting by Proxy is NOT permitted at Board Meetings.

22.4 Procedures at Board Meetings

- (a) At meetings of the Board, the President shall chair the meeting. If the President is absent or unwilling to act, the Board shall appoint one of its Members to chair the meeting.
- (b) Questions arising at any meeting of the Board shall be determined on a show of hands, or if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall be deemed a determination of the Board. All Directors shall have one vote on any question. The chairman may exercise a casting vote where voting is equal.
- (d) A resolution in writing signed or assented to any form of electronic communication by all the voting Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (e) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously, and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
 - (iii) in the event that a failure in communications prevents **rule 22.4(e)(i)** from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed

by virtue of the further provisions of this rule to be held then the meeting shall be suspended until **rule 22.4(e)(i)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and

- (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the President of the meeting is located.

22.5 Leave of Absence

- (a) The Board may grant a Director leave of absence from Board meetings for a period not exceeding three months.
- (b) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Director to seek the leave in advance.

22.6 Material Personal Interests

- (a) A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (b) A Director with such a material personal interest must not:
 - (i) be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.
- (c) A general notice that a Director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Director and the said matter. After such general notice it is not necessary for such Director to give a special notice relating to the said matter.
- (d) Any declaration made or any general notice as aforesaid given by a Director under this **rule 22.6** must be recorded in the minutes of the relevant meeting.

22.7 Financial Interest

- (a) A Director is disqualified from:
 - (i) holding any place of profit or position of employment in the Club, or in any company or incorporated Club in which the Club is a shareholder or otherwise interested; or
 - (ii) contracting with the Club either as vendor, purchaser or otherwise;
 except with express resolution of approval of the Board.
- (b) Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of the Club without the approval of the Board, will be voided for such reason.
- (c) The nature of the financial interest of such Director must be declared by the Director at the meeting of the Board at which the contract or arrangement is first

taken into consideration if the interest then exists, or in any other case at the first meeting of the Board after the acquisition of the interest.

- (d) A general notice that a Director is a Member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **rule 22.7(c)** for such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.
- (e) Any declaration made or any general notice as aforesaid given by a Director in accordance with **rule 22.7** must be recorded in the minutes of the relevant meeting.

22.8 Conflicts

A Director, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Director is interested. If the Director votes, the vote shall not be counted.

23. DELEGATED POWERS

23.1 Board May Delegate Functions

- (a) The Board may, by instrument in writing, create, establish, or appoint from amongst its own Members, or otherwise, special committees, sub-committees, individual officers, and consultants to carry out such duties and functions, and with such powers, as the Board determines.
- (b) The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function imposed on the Board by the Act or any other law, or this Constitution or by resolution of the Club in General Meeting.
- (c) At any time, the Board may by instrument in writing, revoke wholly or in part any delegation made under this clause and may amend or repeal any decision made by such body or person under this clause.

23.2 Exercise of Delegated Functions

- (a) A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (b) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

23.3 Procedure of Delegated Entity

- (a) The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under **rule 22**.

- (b) The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Board with details of all material decisions.
- (c) The entity shall also provide any other reports, minutes and information required by the Board.

24. DUTIES

24.1 General Duties

- (a) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with this Constitution and the Act.
- (b) The Board is collectively responsible for ensuring that the Club complies with the Act and that individual Directors comply with this Constitution.
- (c) The Board must ensure that the Club complies with all requirements in the Act regarding financial statements.

24.2 Public Officer

- (a) As per section 34 of the Act, the Club must have a Public Officer position appointed.
- (b) The Board will determine from time to time who will act as the Club's Public Officer under the Act. Such person shall be appointed by the Board for such term and upon such conditions as the Board thinks fit.
- (c) The Public Officer must give the Commissioner for Fair Trading notice of their appointment within 28 days after the appointment.
- (d) If the position of Public Officer becomes vacant, the Board must appoint a person to the position within 28 days after the vacancy arises.

25. MINUTES OF BOARD MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each Board meeting.
- (b) As a minimum, the minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) any interest declared under **rules 22.6 or 22.7**.

26. BY-LAWS

26.1 Board to Formulate By-laws

The Board may formulate, issue, adopt, interpret, and amend such By-Laws for the proper advancement, management and administration of the Club, the advancement of the Objects and surf lifesaving in Umina as it thinks necessary or desirable. Such By-Laws must be consistent with the Constitution, the Branch Constitution, the SLSNSW Constitution, the SLSA Constitution and any regulations or policies or the Standard Operating Procedures

made by SLSNSW or SLISA. If any By-Laws are inconsistent with the SLSNSW or SLISA constitutions and/or regulations the By-Laws shall be null and void and will be inapplicable.

26.2 By-Laws Binding

All By-Laws made under this clause shall be binding on the Club and Members of the Club.

26.3 By-Law Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at **rule 36** shall apply from the date of adoption of this Constitution.

26.4 Notices Binding on Members

Amendments, alterations, interpretations, or other changes to By-Laws shall be advised to Members of the Club by means of Notices approved and issued by the Board.

27. FUNDS, RECORDS AND ACCOUNTS

27.1 Sources of Funds

The Board will determine the sources from which the funds of the Club are to be or may be derived and the manner in which such funds are to be managed.

27.2 Club to Keep Records

- (a) The Club shall establish and maintain, in accordance with the Act and this Constitution, proper accounting and other records and minutes concerning all transactions, business, meetings and dealings of the Club and the Board.
- (b) The Club shall retain such records for seven (7) years-after the completion of the transactions or operations to which they relate.

27.3 Board to Submit Accounts

The Club's statements of account are required to be prepared as per the *Charitable Fundraising Act 1991* and the ACNC Act. At the AGM these statements of account must be presented to the Members. SLSNSW may require a level of reporting that exceeds the Act's requirements for its own purposes and to advance the Objects.

27.4 Accounts Conclusive

The statements of account when approved or adopted by an AGM shall be conclusive except as regards any error discovered in them within three months after such approval or adoption.

28. APPLICATION OF INCOME

- (a) The income and property of the Club shall be applied solely towards the promotion of the Objects.
- (b) No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member or Director.
- (c) Nothing in this **rule 28** shall preclude payment to a Member in good faith for expenses incurred or services rendered, including, but not limited to:

- (i) any services actually rendered to the Club whether as an employee or otherwise;
 - (ii) goods supplied to the Club in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the Club; or
 - (v) any out-of-pocket expenses incurred by the Member on behalf of the Club,
- (d) Provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

29. NEGOTIABLE INSTRUMENTS

All cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any two duly authorised Directors or in such other manner as the Board determines.

30. AUDITOR

- (a) Where the Act requires financial statements to be either reviewed or audited, a properly qualified individual shall be appointed to ensure compliance with the Act, and the remuneration of such individual or company be fixed by the Board. The reviewer or auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act 2001* and the ACNC Act and generally accepted principles, and/or any applicable code of conduct. The reviewer or auditor may be removed by the Club in General Meeting.
- (b) The accounts of the Club shall be examined, and the correctness of the profit and loss accounts and balance sheets ascertained by a reviewer, auditor, or auditors at the conclusion of each Financial Year.

31. SERVICE OF NOTICES

- (a) Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by post or by electronic mail, to the Member's registered address or electronic mail address. Notices may also be posted on the Club's website.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.
- (c) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.
- (d) Where a notice is sent by posting on the Club's website service of the notice shall be deemed to be effected one (1) day after it was posted.

32. REGISTERED ADDRESS

The registered address of the Club is:

- (a) The address determined from time to time by resolution of the Board; or
- (b) If the Board has not determined an address to be the registered address, the postal address of the Public Officer.

33. INDEMNITY

- (a) Every Director, officer, auditor, manager, employee or agent of the Club shall be indemnified out of the property or assets of the Club against any liability incurred by him/her in his/her capacity as Director, officer, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.
- (b) The Club shall indemnify its Directors, officers, managers and employees against all damages and costs (including legal costs) for which any such Director, officer, manager, or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (i) in the case of a Director or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Club; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Club.

34. DISSOLUTION

- (a) The Club may be wound up voluntarily by Special Resolution.
- (b) If the Club is wound up, the liability of the Members shall be limited to \$1. No other amount shall be payable by the Member.
- (c) Should the Club cease to function as a surf lifesaving Club, the Branch to which the Club is affiliated, shall stand possessed as trustee of all real and personal property of the Club. If failing to reform within a period of three (3) years, the Club shall be treated as defunct and, subject to applicable laws, its property both real and personal shall vest in the Branch absolutely. If the Club's property does not vest in the Branch, the Club must take all reasonable steps to facilitate the vesting of their property in the Branch.
- (d) Subject to **rule 34(c)**, if upon winding up or dissolution of the Club or upon revocation of its endorsement as a deductible gift recipient (if relevant) (whichever occurs first), there remains after satisfaction of all its debts and liabilities any surplus assets or property as follows:
 - (i) gifts of money or property for the objects of the Club;
 - (ii) contributions made in relation to an eligible fundraising event held for the objects of the Club; or
 - (iii) money received by the Club because of such gifts and contributions;

then such surplus assets or property shall not be paid to or distributed amongst the Members but shall be given or transferred to some organisation(s):

- (iv) having objects similar to the Objects; and
- (v) which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Club by this Constitution; and
- (vi) which is charitable at law and to which income tax deductible gifts can be made.

Such organisations(s) will be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of New South Wales or other Court as may have or acquire jurisdiction in the matter.

35. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Board shall keep in its custody or control all books, minutes, documents, and securities of the Club.
- (b) Subject to the Act and the ACNC Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records, accounts, books, securities, or other relevant documents of the Club will be open for inspection by the Members. Notwithstanding the foregoing Members are not entitled to inspect the minutes of Board meetings.
- (c) Inspection of Club records will only be made available to Members where the purpose of the inspection is for a proper purpose and is in good faith. This will be determined by the Board in its sole discretion and taking into consideration confidentiality and privacy considerations.

36. TRANSITIONAL ARRANGEMENTS

- (a) Notwithstanding any other rule of this Constitution, the transitional arrangements set out in this **rule 36** shall apply from the date of adoption of this Constitution.
- (b) The Members of the governing or managing body (by whatever name it is called) of the Club in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next AGM following such approval, and thereafter the positions of the President and other Directors shall be filled, vacated, and otherwise dealt with in accordance with this Constitution.
- (c) All clauses, rules, By-Laws and any other policies of the Club in force at the date of the approval of this Constitution insofar as such clauses, rules, By-Laws and such policies are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under **rule 26**.
- (d) All individuals who are, prior to the approval of this Constitution, Members of the Club shall be deemed Members of the Club from the time of approval of this Constitution under the Act. All such Members shall provide the Club with such details as may be required by the Club under this Constitution within one month of the approval of this Constitution under the Act.

SCHEDULE A - OFFICER POSITIONS – RESPONSIBILITIES AND DUTIES

President

- Principal leader with overall responsibility for the Club's administration and operation.
- Overseeing the overall annual board meeting agenda and planning, including the prioritisation of short term and long-term goals and succession planning.
- Representing the Club and its membership at local, branch, state, and national levels of SLSA.
- Representing the Club in all negotiations with local, State and Federal Government authorities.
- Ensuring planning and budgeting is in accordance with the decisions of the Board and in the interests of the Club membership.
- Ensuring appropriate steps are taken to maintain the operational, financial, social, and structural viability of the Club.
- Ensuring all reasonable action is taken to Identify and communicate to members threats, challenges, and opportunities available to the Club.
- All other duties and responsibilities as provided for in this Constitution and any By- Laws.
- All Directors will attend Governance Course or accredited SLSNSW course.

Director of Administration

- Responsible for ensuring the general routine administration of the Club.
- Responsible for maintaining a good working knowledge of the constitution, rules and the duties of all office holders and subcommittees.
- Playing an active role in the overall management of the Club as a member of the Board
- Making arrangements including agenda, venue, date, etc., for Club meetings in consultation with the Chairperson and advising members accordingly.
- Collecting and collating reports from office bearers as necessary.
- Calling for and receiving nominations for committees and other positions for the Club.
- Taking minutes of meetings including AGM and maintaining a copy for records.
- Replying and filing correspondence promptly.
- Ensuring notices of all meetings, Board minutes and other significant decisions impacting on the members are made available to the members via the Club noticeboards, website, emails or by such other means as appropriate.
- Collating and arranging for the printing of the annual report.
- Maintaining or ensuring Surf guard records and data input.
- Maintaining files of legal documents such as constitutions, leases, and titles.
- Acting as the public officer of the Club, liaising with members of the public, affiliated bodies, and government agencies.
- Any other duties and responsibilities as provided for in this Constitution and any By- Laws
- Preparing and submitting award applications for club and its members with Branch, NSW SLS, local areas and any other as they arise
- Updating the clubs Policies and Procedures Biannually
- All Directors will attend Governance Course or accredited SLSNSW course.

Director of Finance

- Playing an active role in the overall management of the Club as a member of the Board.
- Preparing and monitoring the Club's budget.
- Playing an active role overall.
- Maintaining the Club's accounting records including receipt of all monies paid to the Club, the issue of receipts for money received and the banking of all money received.
- Ensuring the timely and accurate payment of all invoices received by the Club.

- Facilitating the annual audit, presenting details to members at the Annual General Meeting.
- Producing relevant and timely financial reports and submitting these to each Board meeting as required.
- Causing the preparation of statutory returns and reports as required, including BAS and IAS. Ensuring the entity is compliant with financial and reporting obligations under relevant legislation and regulations, including *Associations Incorporation Act (1984)* and the *Charitable Fundraising Act (1991)* and various taxation requirements.
- Attending to payment of wages, superannuation, and taxation liabilities for paid employees of the Club.
- Any other duties and responsibilities as provided for in this Constitution and any By- Laws
- Co-ordinating and preparing all grant applications made by the club to local, State, Federal and non-government authorities, and organisations.
- Ensure all Liquor Licensing obligations are met.
- Negotiate and manage Kiosk lease ensuring all requirements are met in conjunction with another member of the board.
- All Directors will attend Governance Course or accredited SLSNSW course.

Director of Lifesaving

- Responsible for the conduct and control of all patrols and the Club's compliance with any lifesaving agreements that may be in force from time to time.
- Playing an active role in the overall management of the Club as a member of the Board.
- Scheduling patrols and rostering patrol duties prior to the commencement of each season so as to ensure the Club meets any requirements of Branch, State or National levels of SLSA,
- Preparing and submitting the annual budget for the Club's lifesaving activities to the director of finance prior to the commencement of the season,
- Overall responsible for ensuring all operational lifesaving equipment is always well maintained and ready for use.
- Working in consultation with the Chief Instructor/Director Education to ensure that all patrolling members are proficient each year incl. keeping Surf guard proficiencies current and up to date.
- In conjunction with the Director Youth Development, developing and coordinating programs for U13 to U19 members to facilitate an increasing role and responsibility in patrol activities.
- Maintaining a record of members' performances while on patrol, including communication with members who miss patrols to ensure they comply with any obligations arising under Club rules.
- Any other duties and responsibilities as provided for in this Constitution and any By- Laws.
- All Directors will attend Governance Course or accredited SLSNSW course.

Director of Education

- Responsible for the development and delivery of the Club's training and assessment program for new and existing members.
- Leading and developing a team of trainers and assessors who will develop personnel to meet the training and operational needs of the Club.
- Playing an active role in the overall management of the Club as a member of the Board.
- Preparing and submitting the annual budget for the Club's education and training activities to the Director of Finance prior to the commencement of the season.
- In conjunction with the Director Youth Development, development, and coordination of programs for U13 to U19 members, facilitating their engagement in the attainment of SLSA awards in addition to the SRC and Bronze Medallion.
- Coordinating all training squads, their trainers, and any necessary training resources.
- Identifying, developing, and coordinating delivery of training programs to meet the Club's Beach Management Plan and service quality issues.

- Ensuring re-qualifications of awards and certificates are completed by the required date and recorded in Surf guard.
- Arranging assessments through the Branch as required.
- Any other duties and responsibilities as provided for in this Constitution and any By- Laws.
- All Directors will attend Governance Course or accredited SLSNSW course.

Director of Surf Sports

- Responsible for the oversight of the Club's competition and training programs including the organisation and discipline of all competitors and teams who represent the Club in competition, but not including junior activities members.
- Playing an active role in the overall management of the Club as a member of the Board.
- Ensuring sectional captains have in place a structured coaching, training & skills development program for the competitors in their area, including the design of training programs for individual competitors.
- In conjunction with sectional captains, ensuring the Club's competition member list is up to date and ensuring members are aware of carnival dates, and procedures at interclub, branch, state, and national levels (including entry procedures and closing dates)
- In conjunction with the Youth Development Officer, development and coordination of programs for U13-U19 members to facilitate their engagement and on-going involvement in all facets of surf sports competition.
- Ensuring sectional captains liaise with junior activities committee members and individual junior activity members to facilitate the transition of those members into the senior competition program.
- Facilitating entries and accommodation for competitors to carnivals.
- Ensuring any protests at carnivals are dealt with in an efficient and appropriate manner.
- Liaising with the captains of the competition sections on upcoming events/issues.
- Each year, allocating responsibility for tasks associated with carnival competition, including transport of gear and equipment, accommodation and travel arrangements, touring team managers, team selectors and such other competitor support personnel considered appropriate by the Director.
- Liaising with junior activities committee members and individual junior activity members to facilitate the transition of those members who wish to compete for the club into post junior activities competition.
- In consultation with section captains, ensure an annual competition budget is prepared and submitted to the Director of Finance for approval prior to the commencement of the season.
- Any other duties and responsibilities as provided for in this Constitution and any By- Laws.
- All Directors will attend Governance Course or accredited SLSNSW course.

Director of Facilities

- Responsible for the oversight of all issues relating to the maintenance, repair and on- going use of the Club building and facilities.
- Playing an active role in the overall management of the Club as a member of the Board.
- In consultation with the Chairperson, representing the Club in all negotiations with local, State and Federal Government authorities in relation to building and facilities matters.
- Arranging for relevant building work, maintenance, and repairs to be undertaken by appropriately qualified tradespeople in accordance with any directives or approvals made or given by the Executive Committee.
- Managing Kiosk lease ensuring all requirements under the lease are met.
- Preparing and submitting the annual budget for the Club's facilities and building maintenance to the Director of Finance prior to the commencement of the season.
- In consultation with the Chairperson and Treasurer, determine the procedures to be adopted for the hiring of club facilities, including the rates for such hire.

- Any other duties and responsibilities as provided for in this Constitution and any By- Laws.
- All Directors will attend Governance Course or accredited SLSNSW course.

Director of Junior Activities

- Providing leadership to the Junior Activities section of the Club.
- Playing an active role in the overall management of the Club as a member of the Executive Committee.
- Overseeing the annual Junior Activities agenda and planning, including the prioritisation of short term and long-term goals and succession planning
- Ensuring the Junior Activities committee is run in accordance with the Club Constitution and any relevant Board Directives.
- Liaising with other members of the Executive Committee to ensure the practices and procedures utilised to coordinate junior activities in the areas of administration, education, competition, lifesaving, sponsorship & marketing, information technology and finance are as closely aligned as practicable across both the senior and junior areas of the Club.
- Acting as the primary conduit for the exchange of information between members of the Junior Activities Committee and the Executive Committee.
- Ensuring that the annual budget for the Junior Activities Section is prepared and submitted for approval by the Executive Committee in accordance with the Club Constitution.
- Any other duties and responsibilities as provided for in this Constitution and any By- Laws.
- All Directors will attend Governance Course or accredited SLSNSW course.